## AMENDMENTS TO THE CLAIMS

1. (original): A collapsible article of footwear comprising: an flexible insole;

a flexible three-layer sole pad having (1) a bottom layer that is formed of a flexible material and includes a bottom surface adapted for engagement with a surface upon which a user walks, (2) top layer that is formed of a flexible material and includes a top surface that supports said insole, and (3) an middle-layer having (a) a front-portion that is relatively rigid and is located generally under the ball of a user's foot, (b) a mid-portion that is relatively flexible and is located generally under the arch of a user's foot, and (c) a rear portion that is relatively rigid and is located generally under the heel of a user's foot;

a collapsible upper having an outer layer of material and an inner layer of material, said outer layer of material being waterproof and breathable, said upper being collapsible onto said insole; and

a waterproof seal connecting said sole pad and said upper.

- 2. (currently amended): The article of footwear of claim [[21]] wherein said inner layer of material is a moisture wicking insulating material.
  - 3. (original): A collapsible article of footwear comprising: an flexible insole;

a flexible sole pad having first layer that is formed of a flexible material and includes a top surface that supports said insole, and a second layer that includes a top surface that supports said first layer, said second layer having a front-portion that is relatively rigid and is located generally under the ball of a user's foot, having a mid-portion that is relatively flexible and is located generally under the arch of a user's foot, and having a rear portion that is relatively rigid and is located generally under the heel of a user's foot;

a collapsible upper having an outer layer of material that is waterproof and breathable, said upper being collapsible onto said insole; and

a waterproof seal connecting said sole pad and said upper.

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- 4. (original): The article of footwear of claim 3 wherein said collapsible upper includes an inner layer of material.
- 5. (original): The article of footwear of claim 4 wherein said inner layer of material is of a moisture wicking insulating material.
- 6. (original): The article of footwear of claim 3 wherein said first layer is a continuous layer, and wherein said flexible sole pad includes:
- a third continuous layer that is formed of a flexible material and includes a top surface that supports said second layer.
- 7. (original): The article of footwear of claim 6 wherein said upper includes an inner layer of material.
- 8. (original): The article of footwear of claim 7 wherein said inner layer of material is of a moisture wicking insulating material.